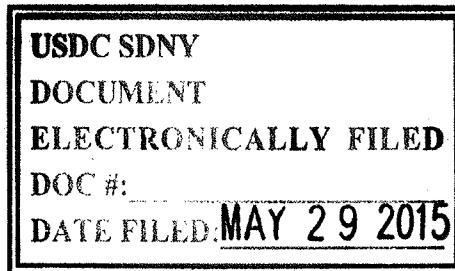


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May 29, 2015

VIA ECF

Honorable Alison J. Nathan  
United States District Court for the Southern District of New York  
Thurgood Marshall United States Courthouse  
40 Foley Square  
New York, NY 10007

Re: *Arista Records LLC et al. v. Tkach et al.*, 15 Civ. 3701 (AJN)

Dear Judge Nathan:

I submit this joint letter on behalf of my client, non-party CloudFlare, Inc. and Plaintiffs pursuant to the Court's Order dated May 27, 2015 directing the parties to inform the Court whether they believe an evidentiary hearing is necessary in this matter.

The parties agree that no hearing is required, except that there are limited factual issues which CloudFlare wishes to address in response to Plaintiffs' reply submission filed today, May 29, 2015. In lieu of a full hearing, CloudFlare respectfully requests leave to file a surreply of no more than 5 pages, including any supporting declarations, by Monday, June 1, 2015, at noon to address these points, with Plaintiffs being permitted (but not required) to respond to any newly-introduced facts with a response of equal length by noon on Wednesday, June 3, 2015. I have discussed this with Kenneth L. Doroshov, counsel for Plaintiffs, and he has consented to CloudFlare's request.

Respectfully submitted,

/s/ William J. Harrington

The parties' request to file sur-replies as described above is GRANTED; however, the sur-replies shall be limited to factual contentions and shall not raise any new legal arguments.

William J. Harrington (WH-6376)

Cc: Andrew H. Bart, Gianni P. Servodidio,  
Lindsay W. Bowen, Alison I. Stein, Ava U. McAlpin,  
Kenneth L. Doroshov, *Attorneys for Plaintiffs*

SO ORDERED:

HON. ALISON J. NATHAN  
UNITED STATES DISTRICT JUDGE

5/29/15